

## THE COMPANIES (ELECTRONIC FILING) REGULATIONS, 2023

### **Explanatory Memoranda**

*(This Memoranda form no part of the Regulations but are intended only to indicate its general purport)*

The Companies (Electronic Filing) Regulations, 2023, made under section 507 of the Companies Act, Chap. 81:01, seeks to empower the Registrar to collect certain information for the purposes of allowing persons to access the Companies Registry On-line System (CROS).

The Regulations contain 11 clauses.

Regulation 1 of the Regulations would contain the short title of the Regulations.

Regulation 2 would provide for the interpretation of certain words and phrases in the Regulations.

Regulation 3 would empower the Registrar to determine what documents that are required to be submitted, delivered to or received by, filed or registered with the Registrar General may be done using an electronic system identified, established or maintained by the Registrar General. The regulation also provides that a person wishing to file any record with or access any document using the electronic system under subregulation (1) and obtain a user account unique identifier is required to apply to the Registrar and submit a number of documents and information. These are two forms of identification (driver's licence, national identification or passport), a headshot of him holding one of the forms of identification next to his face, nationality information, the PIN number on his Birth Certificate where he is a national of Trinidad and Tobago, his usual residential address and postal address, contact details, inclusive of e-mail and telephone number and any other information as may be required by the Registrar General. The application would be made in accordance with Guidelines of the Registrar General and the Registrar is empowered to waive one of the identity document requirements upon a request in writing being made.

Regulation 4 would allow persons apply for an user account unique identifier to use an authorised corporate service provider, to submit a verification statement in *lieu* of his identification documents.

Regulation 5 would require a person, wishing to act as an authorized corporate service provider, to apply to the Registrar in the approved form. The provision sets out the requirements for applicants who are individuals and for applicants who are firms. Where the Registrar is satisfied that he applicant meets the requirements of the regulation, the Registrar may issue to him, an Authorised Corporate Service Provider Certificate.

Regulation 6 would set out the responsibilities of an Authorised Corporate Service Provider in respect of the maintaining of copies of the identity documents for the person who he represents and allowing the Registrar or for law enforcement pursuant to a court order to inspect such documents.

Regulation 7 would provide for the suspension of the Authorised Corporate Service Provider Certificate where identity documents have been lost or misplaced, or found to be fraudulent.

Regulation 8 would provide for the cancelation of an Authorised Corporate Service Provider Certificate on notification to the Registrar.

Regulation 9 would provide for the issue of a user account unique identifier which would enable him to file any records required to by the Registrar electronically.

Regulation 10 would prohibit the Registrar from making any identity documents submitted to him under these Regulations available for inspection.

Regulation 11 would provide that a person providing false documents or information commits an offence under section 510 of the Act.

LEGAL NOTICE NO. 161

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CHAP. 81:01

REGULATIONS

MADE BY THE MINISTER OF LEGAL AFFAIRS IN ACCORDANCE WITH  
SECTION 507 OF THE COMPANIES ACT AND SUBJECT TO NEGATIVE  
RESOLUTION OF PARLIAMENT

THE COMPANIES (ELECTRONIC FILING) REGULATIONS, 2023

1. These Regulations may be cited as the Companies (Electronic Citation  
Filing) Regulations, 2023.

2. For the purposes of these Regulations—

Interpretation

“authorised corporate service provider” means an Attorney-  
at-law or an accountant who receives identity information  
for a person for submission to the Registrar and—

(a) whose application to the Registrar to become an  
authorised corporate service provider has been granted  
under regulation 5;

(b) who has not since ceased to be an authorised corporate  
service provider by virtue of regulation 8; and

(c) whose status as an authorised corporate service  
provider is not for the time being suspended by virtue  
of regulation 7;

“FIUTT” means the Financial Intelligence Unit of Trinidad and  
Tobago established under the Financial Intelligence Unit  
of Trinidad and Tobago Act;

Chap. 72:01

“verification statement” means a statement, in the form  
approved by the Registrar, issued by an authorised  
corporate service provider; and

“user account unique identifier” means a Companies Registry  
Online System Personal Identification Number issued by  
the Registrar.

3. (1) The Registrar may determine that any document required  
to be submitted, delivered to or received by, filed or registered by the  
Registrar, under the Act be so submitted, delivered or received, filed or  
registered *via* an electronic system identified, established or maintained  
by the Registrar for that purpose and shall be in electronic form.

Identification  
submission

(2) A person wishing to file any record with, or access any document using the electronic system identified in subregulation (1) shall apply to the Registrar for a user account unique identifier by submitting the following:

- (a) two forms of identification such as his driver's licence, national identification or passport;
- (b) a headshot, holding one of the submitted forms of identification next to his face;
- (c) nationality information;
- (d) in the case of a Trinidad and Tobago national, his Birth Certificate Pin Number;
- (e) his usual residential address and postal address;
- (f) contact details, inclusive of e-mail address and telephone number; and
- (g) such other information required by the Registrar.

(3) An application under subregulation (2) shall be made in accordance with Guidelines of the Registrar.

(4) The Registrar may waive one of the identity document requirements set out in subregulation (2)(a) upon submission of a request for same, in writing.

Use of a  
verification  
statement

4. A person wishing to apply for a user account unique identifier pursuant to regulation 3(2) may submit a verification statement in lieu of his identification documents.

Authorised  
corporate  
service  
provider

5. (1) A person wishing to act as an authorised corporate service provider may apply to the Registrar in the form approved by the Registrar.

(2) Where the applicant under subregulation (1) is an individual, the application shall include—

- (a) the name, nationality and date of birth of the applicant;
- (b) the service address of the applicant;
- (c) the e-mail address of the applicant; and
- (d) the part of Trinidad and Tobago in which the applicant is usually resident.

(3) An application under subregulation (1) shall be accompanied by—

- (a) a Financial Intelligence Unit of Trinidad and Tobago Certificate; and

(b) in the case of an Attorney-at-law, the Current Practicing Certificate or Practicing Certificate receipt for the current year and the Practicing Certificate issued for the previous year, issued under the Legal Profession Act; or

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(c) in the case of an accountant, a practicing Certificate in accordance with the Chartered Accountants Practicing Regulations [Institute of Chartered Accountants of Trinidad and Tobago (ICATT)] or certification from the Association of Chartered Certified Accountants (ACCA).

(4) Where the applicant under subregulation (1) is a firm, the application shall include—

(a) the name of the firm;

(b) the principal office of the firm;

(c) the service address of the firm;

(d) the e-mail address of the firm;

(e) the certificate of registration of the firm, issued pursuant to the Act; and

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(f) the name(s) of the attorneys or accountants within the said firm along with copies of the documents referred to in subregulation (3).

(5) Where the Registrar is satisfied that an applicant under subregulations (1) or (4) meets the requirements of subregulations (2) and (3), he may issue an Authorised Corporate Service Provider Certificate to him.

6. The holder of an Authorised Corporate Service Provider Certificate shall—

Responsibilities  
of an  
authorised  
corporate  
service  
provider

(a) maintain copies of the identity documents of the person whose identity he certified, in his possession for a period of six (6) years after the cancellation of the user account unique identifier; and

(b) make the documents under paragraph (a) available for inspection by the Registrar, upon notification in writing to the email address of the authorised corporate service provider, or for the purposes of law enforcement or pursuant to an order of the Court.

7. (1) Where the identity documents held by the holder of an Authorised Corporate Service Provider Certificate, have been lost or misplaced, or found to be fraudulent, the authorised corporate service provider shall, within fourteen days, notify the Registrar.

Suspension

(2) The Registrar, on receipt of a notification under subregulation (1), may suspend—

- (a) the user account unique identifier in respect of the person whose identity documents were lost or misplaced, until the valid identity documents are resubmitted; and
- (b) the Authorised Corporate Service Provider Certificate of the holder unless reasonable grounds are provided.

Cancellation  
of  
registration  
as an  
authorised  
corporate  
service  
provider

8. Where the holder of an Authorised Corporate Service Provider Certificate, is no longer practicing as an attorney, accountant or is no longer registered with the FIUTT, he shall, within fourteen days of him no longer practicing or being registered with the FIUTT, notify the Registrar who shall cancel the registration of the authorised corporate service provider.

Issue of user  
account  
unique  
identifier

9 Where a person meets the requirements of regulation 3(2), the Registrar may issue to him a user account unique identifier which will enable him to file any record as required by the Registrar to be electronically filed or access any document under the Act.

Protection of  
identity  
documents

10. The Registrar shall not make available for public inspection, any identity documents submitted pursuant to regulation 3(2).

Providing  
false  
documents or  
information

11. An applicant under regulation 5 who provides false document or false information or fails to give notification to the Registrar commits an offence under section 510 of the Act and is liable to the penalty thereunder.

Made this 26th day of May, 2023.

R. ARMOUR  
*Minister of Legal Affairs*